

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

SEVENTH SUPPLEMENTAL AFFIDAVIT OF RANDALL S. EISENBERG
IN SUPPORT OF THE RETENTION OF FTI CONSULTING, INC. AS
RESTRUCTURING AND FINANCIAL ADVISOR TO THE DEBTORS

Randall S. Eisenberg, being duly sworn, deposes and states as follows:

1. I am a Senior Managing Director with the firm of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors, and employees, "FTI"). I submit this affidavit (the "Seventh Supplemental Affidavit")¹ to supplement my prior affidavits that were submitted in connection with FTI's retention in these chapter 11 cases. Unless otherwise stated in this Seventh Supplement Affidavit², I have personal knowledge of the facts set forth herein.

2. On October 8, 2005, the Debtors commenced these cases by filing voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code.

3. On October 8, 2005, the Debtors filed an application to retain FTI as its Restructuring and Financial Advisor. In support of the application, FTI filed an affidavit executed by the undersigned on behalf of FTI in accordance with the applicable sections of the Bankruptcy Code (the "Original Affidavit"). Subsequent to FTI's retention, I submitted six

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals within FTI and are based upon information they have provided.

supplemental affidavits to update the disclosures made in the Original Affidavit (the “Supplemental Affidavits”).

4. Since the filing of the Supplemental Affidavits, the following has come to my attention:

a. Upon information and belief, FTI has provided and could reasonably be expected to continue to provide services to the parties set forth in Exhibit A. FTI’s representation of these organizations is wholly unrelated to the Debtors and these Chapter 11 cases. Nevertheless, in the interest of full disclosure, I point out the following relationship:

i. Subject to court approval, FTI has been retained by the General Motors Unsecured Creditors’ Committee (“GM UCC”) as its financial advisor in the General Motors bankruptcy case. Two completely separate teams are being used on the two engagements and an ethical wall has been established between the FTI Delphi team and the FTI GM UCC team. In addition, the FTI GM UCC team will not be involved in any matters adverse to Delphi.

5. Insofar as I have been able to ascertain and subject to the disclosures herein and in my prior affidavits, FTI does not represent any interests adverse to the Debtors’ estates and, to the best of my knowledge, remains a “disinterested person” as that term is defined in Section 101(14), as modified by Section 1107(b), of the Bankruptcy Code.

Dated: New York, New York
June 5 , 2009

By: /s/ Randall S. Eisenberg
Randall S. Eisenberg
Senior Managing Director

Sworn to and subscribed before me on
this 5th day of June 2009

/s/ Karin Jacobson
Notary Public

Exhibit A
Delphi Corporation, et al.
Relationship Check Summary

| Name |
|---|
| Affinia Group, Inc. |
| AIG Financial Products Corp. |
| Air Liquide |
| Airborne Inc. |
| Alltell |
| American Express Travellers Cheques |
| Analog Devices, Inc |
| AOL |
| Apple Computer International |
| Apple Inc |
| Arkema |
| AT&T |
| AT&T Mobility LLC |
| Automodular |
| Axis Reinsurance Copmany |
| Bank of Tokyo Mitsubishi |
| Barnes Group, Inc. |
| Bayer AG |
| Bear Stearns |
| Bell Microproducts |
| Blue Cross & Blue Shield |
| Blue Cross of California |
| Bosch, Inc. |
| Cargill, Inc. |
| CDW Computer Centers Inc. |
| Chubb Specialty Insurance |
| CIGNA |
| Cingular Wireless |
| Circuit City Stores, Inc. |
| CNA Financial |
| Compaq Computer Corporation |
| Contech LLC |
| Corus |
| CSX Transportation |
| Davidson Kempner Capital Management LLC |
| DHL Express (USA), Inc. |
| Eaton Corporation |
| Equal Employment Opportunity Commission |

Exhibit A
Delphi Corporation, et al.
Relationship Check Summary

| Name |
|--|
| FCI USA, Inc. |
| Federal Mogul Corporation |
| Fedex Corporation |
| FirstEnergy Solutions Corp |
| Flextronics International |
| Fujitsu Ten Corporation |
| General Motors, Inc. |
| Georgia Power |
| Greenlee Textron, Inc. |
| Hanwha Corp Poun Plt |
| Harbinger Capital Partners Funds |
| Harris County |
| Hon Hai Precision Industries Company, Ltd. |
| Honda North America, Inc. |
| Huntington National Bank |
| Illinois Tool Works |
| Illinois Union Insurance Company |
| Infineon Technologies North America |
| ING |
| ING America Equities, Inc. |
| Johns Hopkins University |
| Johnson Electronic North America, Inc. |
| Kaiser Aluminum Corporation |
| LaSalle |
| Law Debenture Trust |
| Lear Corporation |
| LG Philips |
| LibertyView Loan Fund, LLC |
| Lincoln National Life Reinsurance Company (Barbados) |
| Linear Technology |
| Lockheed Corporation |
| Madison Capital Company |
| Marquardt GmbH |
| Massachusetts Institute of Technology (MIT) |
| MasTec Inc. |
| Mayer Brown |
| Medtronic |
| Meritor Heavy Vehicle Systems |

Exhibit A
Delphi Corporation, et al.
Relationship Check Summary

| Name |
|--|
| Miami-Dade County |
| Microsoft Service |
| Mitsubishi Electric |
| Monroe, LLC |
| Motorola AIEG |
| Motorola Quadrateer |
| Motorola Semiconductor Systems |
| NASA |
| National City Bank |
| Navistar International |
| NEC Corporation |
| NEC Electronics America, Inc. |
| NuVasive, Inc. |
| OKI America |
| Oracle |
| Pacific Employers Insurance Co |
| Palm Inc |
| Panasonic |
| Paul Free |
| Paul Hastings Janofsky & Walker LLP |
| Phelps Dodge Magnet Wire Company, Inc. |
| Philips Electronic North America |
| Philips Electronics |
| PPG Industries, Inc. |
| Procter & Gamble |
| Regions Bank |
| Ritchie Capital |
| RLI Insurance Company |
| Robert Bosch GmbH |
| Royal Bank of Scotland |
| Safeco Insurance Company of America |
| SAP AG |
| Satyam Computer Services |
| Schrader Bridgeport Intl Inc |
| Seiko Epson Corporation |
| Sharp Electronics |
| Shell |
| Shell Exploration |

Exhibit A
Delphi Corporation, et al.
Relationship Check Summary

| Name |
|--|
| Sherwin Williams Automotive Finishes Corp. |
| Sherwin Williams Company |
| Siemens AG |
| Siemens Energy & Automation, Inc. |
| Siemens plc (A&D Division) |
| Siemens VDO |
| Sony Ericsson Mobile Communications |
| Spansion LLC |
| Sprint Spectrum |
| SunTrust Banks Atlanta |
| Tata Group |
| Tata Motors |
| Tata Steel |
| Texas Pacific Group |
| Tokio Marine |
| Toshiba |
| Travelers |
| Tyco Electronics Corporation |
| U.S. Department of Energy |
| U.S. Philips Corporation |
| UBS |
| United States Airforce |
| University Healthsystems |
| UPS, Inc |
| US Department Of Labor |
| US Labor Secretary |
| Verizon Californica, Inc. |
| Verizon Communications |
| Victory Packaging LP |
| Wells Manufacturing Co. |
| WESCO Distribution, Inc. |
| XM Satellite |

Note: To the extent a listed entity has filed for Chapter 11, FTI may represent the Company or the Unsecured Creditors' Committee.